

RECORDATION NO. 23809-C FILED

DEC 18 '07 -3 00 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1984)

December 18, 2007

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease, dated as of December 17, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railcar Lease previously filed with the Board under Recordation Number 23809-B.

The names and addresses of the parties to the enclosed document are:

Transferor: The CIT Group/Equipment Financing, Inc.  
30 S. Wacker Drive, Suite 3000  
Chicago, Illinois 60606

Transferee: AIG Rail Services  
5700 Granite Parkway, Suite 850  
Plano, Texas 75024

Mr. Vernon A. Williams  
December 18, 2007  
Page 2

A description of the railroad equipment covered by the enclosed document is:

90 railcars within the series CEFX 61972 - CEFX 62096 as more particularly set forth in the equipment schedule attached to the document.


A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

DEC 18 '07 -3 00 PM

**MEMORANDUM OF ASSIGNMENT OF LEASE**

SURFACE TRANSPORTATION BOARD

**THIS MEMORANDUM OF ASSIGNMENT OF LEASE** dated as of this 17<sup>th</sup> day of December, 2007, is made by The CIT Group/Equipment Financing, Inc., a Delaware corporation, with an address at 30 S. Wacker Drive, Suite 3000, Chicago, IL 60606 (the "Transferor"), and AIG Rail Services, Inc., a Delaware corporation, with an address 5700 Granite Parkway, Suite 850, Plano, TX 75024 (the "Transferee" and, together with the Transferor, the "Parties").

**KNOW ALL PERSONS BY THESE PRESENTS THAT:**

**WHEREAS**, the Transferor, as lessor, and ABC Coke Division of Drummond Co., Inc. (the "Lessee"), as lessee, previously entered into the following documents (collectively referred to as the "Lease Agreement") pursuant to which Lessee leased the railcars identified on Schedule A attached hereto (the "Equipment"):

1. Master Railcar Lease, dated as of November 14, 2000, by and between Transferor and Lessee, but only to the extent relating to Schedule No. 03 thereto (the "Lease").
2. Schedule No. 03 to the Lease, dated as of December 12, 2005, by and between Transferor and Lessee.

**WHEREAS**, pursuant to a Purchase and Sale Agreement dated as of December 17<sup>th</sup>, 2007 between Transferor and Transferee (the "Purchase Agreement"), Transferor agreed to sell the Equipment to Transferee and to assign to Transferee the rights and obligations of Transferor in, to and under the Lease Agreement arising on and after the date hereof, and Transferee agreed to purchase the Equipment and agreed to such assignment.

**WHEREAS**, the Parties wish to show for the public record the existence of the aforesaid sale and assignment, and the respective interests therein of the Parties.

**NOW, THEREFORE**, to accomplish the foregoing, the Parties are filing this Memorandum of Assignment of Lease with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a). In the event of any conflict between the provisions of this Memorandum of Assignment of Lease and the Purchase Agreement, the provisions of the Purchase Agreement shall control.

**IN WITNESS WHEREOF**, each of the undersigned has caused this Memorandum of Assignment of Lease to be executed by a duly authorized officer as of the day and year first above written.


I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Transferor. I further declare under penalty of perjury that the foregoing is true and correct.

**THE CIT GROUP/EQUIPMENT FINANCING,  
INC.**

By:   
Name: M. Roy Gosse  
Title: Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferee by authority of its manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Transferee. I further declare under penalty of perjury that the foregoing is true and correct.

**AIG RAIL SERVICES, INC.**

By:   
Name: Jeffrey L. Wilkins  
Title: Vice President

**SCHEDULE A  
TO THE MEMORANDUM OF ASSIGNMENT OF LEASE**

**THE EQUIPMENT**

1.	CEFX	61972	32.	CEFX	62021	62.	CEFX	62064
2.	CEFX	61973	33.	CEFX	62022	63.	CEFX	62065
3.	CEFX	61974	34.	CEFX	62023	64.	CEFX	62066
4.	CEFX	61975	35.	CEFX	62024	65.	CEFX	62067
5.	CEFX	61977	36.	CEFX	62025	66.	CEFX	62069
6.	CEFX	61978	37.	CEFX	62026	67.	CEFX	62070
7.	CEFX	61980	38.	CEFX	62027	68.	CEFX	62071
8.	CEFX	61981	39.	CEFX	62028	69.	CEFX	62072
9.	CEFX	61982	40.	CEFX	62030	70.	CEFX	62073
10.	CEFX	61983	41.	CEFX	62031	71.	CEFX	62074
11.	CEFX	61985	42.	CEFX	62033	72.	CEFX	62075
12.	CEFX	61986	43.	CEFX	62035	73.	CEFX	62076
13.	CEFX	61987	44.	CEFX	62037	74.	CEFX	62077
14.	CEFX	61988	45.	CEFX	62039	75.	CEFX	62079
15.	CEFX	61991	46.	CEFX	62040	76.	CEFX	62080
16.	CEFX	61994	47.	CEFX	62042	77.	CEFX	62081
17.	CEFX	61995	48.	CEFX	62043	78.	CEFX	62082
18.	CEFX	61997	49.	CEFX	62045	79.	CEFX	62083
19.	CEFX	62002	50.	CEFX	62046	80.	CEFX	62085
20.	CEFX	62003	51.	CEFX	62048	81.	CEFX	62086
21.	CEFX	62004	52.	CEFX	62050	82.	CEFX	62087
22.	CEFX	62005	53.	CEFX	62051	83.	CEFX	62088
23.	CEFX	62006	54.	CEFX	62052	84.	CEFX	62090
24.	CEFX	62007	55.	CEFX	62053	85.	CEFX	62091
25.	CEFX	62008	56.	CEFX	62054	86.	CEFX	62092
26.	CEFX	62009	57.	CEFX	62056	87.	CEFX	62093
27.	CEFX	62010	58.	CEFX	62057	88.	CEFX	62094
28.	CEFX	62016	59.	CEFX	62059	89.	CEFX	62095
29.	CEFX	62018	60.	CEFX	62060	90.	CEFX	62096
30.	CEFX	62019						
31.	CEFX	62020	61.	CEFX	62063			

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/18/07



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Robert W. Alvord